

5. Genesis Services, Inc. is a corporation organized under the laws of Delaware, incorporated on August 24, 2018, which is managed and operated by me from San Juan, Puerto Rico.

6. Genesis Group sells virtual currency kiosks or ATMs and licenses the proprietary software to operate them. Within the Genesis Group of companies, Genesis Coin, Inc. and Genesis Services, Inc. effectively operate as the customer-facing “brand” that enters into agreements with customers for the sale of virtual currency kiosks and licenses the proprietary software to operate the kiosks which is owned by Aquarius Management Corporation.

7. I control the Genesis Group companies and have ultimate responsibility for all operational decisions.

8. Prior to 2017, I lived in Texas and managed the Genesis Group companies from a leased studio apartment and a “co-working” space in Austin, Texas. However, since moving to Puerto Rico in February 2017, I have directed, controlled, and coordinated all of the Genesis Group’s corporate activities from San Juan, Puerto Rico.

9. In or around November 2019, I hired Shawn Joseph as the Chief Intellectual Property Officer (“CIPO”) of Genesis Coin, Inc. Mr. Joseph was the only employee of the Genesis Coin, Inc. in Texas during the time that he served as the CIPO until his termination in March 2022. During the term of his employment, the other entities in the Genesis Group had employees in Puerto Rico and New Jersey and an independent contractor performed work for Genesis Group in Arizona. Like Mr. Joseph, I directed and supervised these employees from Puerto Rico.

10. Because the Genesis Group had a single employee, Mr. Joseph, in Texas, it was my understanding that Genesis Coin, Inc. was required to maintain a business registration and pay state income taxes. The address for the registered agent of Genesis Coin, Inc. is 5900 Balcones

Drive, Suite 100, Austin, Texas 78731. There are no business operations at that address nor does Genesis Coin, Inc. or any other entity in the Genesis Group maintain an office Texas. Genesis Services, Inc. did not employ Mr. Joseph and is not registered to do business in Texas.

11. While he was employed by Genesis Coin, all of Mr. Joseph's official activities as CIPO were directed and supervised by me from Puerto Rico. Mr. Joseph's was hired to assist the enterprise in the analysis, development, and implementation of the Company's intellectual property strategy. He was not engaged in any revenue generating or customer-facing activities. I agreed he could work from home in Austin, Texas, because that is where he lived when he was hired, and his duties did not require him to be in Puerto Rico. Under the terms of his employment, Mr. Joseph was physically free to work wherever he wished. There was no business need for him to work from Texas. For example, I understand he also worked part of the time from his second home in Washington, D.C. On at least one occasion, Mr. Joseph traveled to San Juan, Puerto Rico to meet with me to discuss company strategy. All of the expenses associated with Mr. Joseph's employment with the Genesis Group were ultimately reimbursed by Aquarius Management Corporation in Puerto Rico.

12. Contrary to Plaintiff's allegations in Paragraphs four and five of the Original Petition, Genesis Coin, Inc. and Genesis Services, Inc. have never maintained an office at 5900 Balcones Drive, Suite 100, Austin, Texas 78731. Additionally, no company in the Genesis Group or related to the Genesis Group has maintained any office in the state of Texas since February 2017.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed on June 22, 2022

A handwritten signature in black ink, appearing to be 'ER' followed by a stylized flourish.

Evan Rose

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